



SECURITIES AND EXCHANGE COMMISSION NEWS DIGEST

A Daily Summary of
S.E.C. Activities

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(Prepared by the SEC Office of Public Information)

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DECISION IN ADMINISTRATIVE PROCEEDING

BRIAN-LLOYD REGISTRATION STATEMENT SUSPENDED. The Commission announced the issuance of a stop order suspending the effectiveness of a registration statement filed by Brian-Lloyd Co., Inc., of New York City. The company's primary business in 1969-70 was the distribution of electric hairsetters. The registration statement, which became effective February 20, 1970, covered a public offering of 100,000 shares of common stock at \$6 per share.

The stop order was based on the finding that the registration statement was materially untrue, misleading, and incomplete in that, among other things, it substantially overstated the company's sales, net income, and earnings per share for the 6-month period ended November 30, 1969, as a result of the improper inclusion in sales, reported at \$578,078, of so-called "guaranteed sales," which constituted at least 12% of the reported sales. The Commission pointed out that the hairsetter was a new product, and that the customer, under terms of such "sales," had the absolute right to return all unsold hairsetters at some future date without being obligated to pay for them. It concluded that, whether or not title passed to the customer, these so-called sales should have been treated no differently from consignments whose inclusion in revenues would clearly have been improper. According to the decision, merchandise returns exceeded \$100,000 during the next 3 months, and a substantial portion of those returns was of merchandise sold on a "guaranteed sale" basis.

The Commission decision was issued pursuant to an offer of settlement in which the company agreed to mail a copy of the decision to each subscriber to the offering, which had been completed, and to all shareholders of record as of December 31, 1971. (Rel. 33-5269)

NEW RULES AND RULE PROPOSALS

RULE PROPOSED DEFINING "SPECIFIED PERIOD" UNDER SECTION 205 OF THE INVESTMENT ADVISER ACT. The Commission today announced that it was publishing for comment a proposed rule defining "specified period" under Section 205 of the Investment Advisers Act of 1940. The proposal, which would affect investment company advisory contracts which provide for incentive fees, would require that under such contracts fund assets be averaged over the same period that performance is computed. Under an exemption included in the proposal, companies whose contracts provide for performance fees computed over a rolling period may compute their asset value for the "fulcrum fee" (i.e., that portion of the fee which is paid or earned when the investment company's performance is equivalent to that of the index) over the most recent subperiod of the rolling period.

The period for comment on the proposal expires on August 18, 1972. (Rel. IC-7265)

COMMISSION ANNOUNCEMENT

SEC ORDER CITES G. L. EQUITIES CORPORATION, ET AL. The Commission has ordered administrative proceedings against G. L. Equities Corporation (New York City); George C. Bergleitner, Jr.; Michael Harvey; Frank John Serrano; Pilgrim Securities Corporation (New York City); Irving Marvin Burstein; Stanley Burstein; Rhoda Lerner Burstein; Joel Lerner; Amherst Securities Corporation (New York City); Kenneth J. Koock; Thomas J. Donahue, Jr.; George Lerner; and Walter Jack Spiegel. The Commission also ordered interlocutory administrative proceedings against G. L. Equities Corporation and Pilgrim Securities Corporation to determine whether, pending final determination of the issues alleged in the order for proceedings, it is necessary or appropriate in the public interest and for the protection of investors to suspend their broker-dealer registration.

The Commission's Division of Trading and Markets alleges in the order for proceedings that, in connection with transactions in the common stock of Pied Piper Yacht Charters Corporation, that the respondents violated and aided and abetted the violations of the securities registration, anti-fraud, reporting and record-keeping provisions of the Federal securities laws.

Hearings will be scheduled by further order to afford respondents an opportunity to refute the staff's allegations and to establish any defense, and to determine what, if any, remedial action is appropriate in the public interest.

INVESTMENT COMPANY ACT RELEASES

TRANSAMERICA CAPITAL FUND, INC. The SEC has issued an order granting an application by Transamerica Capital Fund, Inc. exempting Ruth Kodani from Section 2(a)(19) of the Act so that she not be deemed an interested person of Transamerica Capital Fund. (Rel. IC-7266)

TRANSAMERICA INVESTORS FUND, INC. The SEC has issued an order granting an application by Transamerica Investors Fund, Inc. exempting Ruth Kodani from Section 2(a)(1) of the Act so that she not be deemed an interested person of Transamerica Investors Fund, Inc. (Rel. IC-7267)

OVER

DEAN WITTER & CO. INC. The SEC has issued an order granting an application for exemption from certain provisions of the Act to permit Dean Witter & Co. Inc., and E. F. Hutton & Co. Inc. to act as co-representatives, of a group of underwriters to be formed in connection with a proposed public offering of common stock of Keystone OTC Fund, Inc., a closed-end diversified management investment company. (Rel. IC-7268)

HOLDING COMPANY ACT RELEASES

THE SOUTHERN COMPANY. The SEC has issued an order authorizing The Southern Company, a registered holding company, and its subsidiary services company, Southern Services, Inc. to increase the amount of the subsidiary's unsecured promissory notes to Chemical Bank, New York City by \$7,000,000 to an aggregate of \$14,000,000. The notes, which are guaranteed by the parent company, are being sold to finance computers and related equipment. (Rel. 35-17642)

DELMARVA POWER & LIGHT CO. The SEC has issued an order authorizing Delmarva Power & Light Company of Virginia, a public-utility subsidiary of Delmarva Power & Light Company, a registered holding company, to issue and sell to the parent company (1) promissory notes, due October 1, 1973, in a total principal amount not exceeding \$750,000, and (2) 7,500 shares of its \$100 par value common capital stock for \$750,000. Proceeds from the proposed transactions will be used by the subsidiary company for capital expenditures (estimated at approximately \$3.5 million in 1972) and for other corporate purposes. (Rel. 35-17643)

OHIO POWER COMPANY. The SEC has issued an order authorizing Ohio Power Company, Canton, Ohio, subsidiary of American Electric Power Company, Inc., to amend its Articles of Incorporation to increase the number of authorized shares of cumulative preferred stock from 1,700,000 to 2,700,000. (Rel. 35-17644)

GEORGIA POWER COMPANY. The SEC has issued an order authorizing Georgia Power Company, an electric utility subsidiary company of The Southern Company, a registered holding company, to issue and sell up to \$100,000,000 in unsecured 2-year notes to banks for loans from time to time prior to August 31, 1972. The loans are to help finance Georgia's construction requirements, estimated at approximately \$457 million in 1972. The proposed loans are designed to provide flexibility in Georgia's overall financing program, and are expected to be repaid from the proceeds of future sales of long-term securities. (Rel. 35-17645)

SECURITIES ACT REGISTRATIONS

DIAMOND-GLO ENGINEERING, INC., 3844 S. Highland Dr., Las Vegas, Nev. 98103, filed a registration statement on July 7 seeking registration of 300,000 shares of common stock, to be offered for public sale at \$3 per share. No underwriting is involved. The company is engaged in the manufacture and sale of business and store signs. Of the net proceeds, \$128,751 will be used as part payment in connection with the company's acquisition of the manufacturing and sales rights to the "all-purpose" electric fixture and assets of M & H Enterprises, Inc. and the balance for working capital and other corporate purposes. (File 2-44971)

DOCTOR HEREFORD, INC. (the Partnership), 6th & Grove, McLean, Tex. 79057, filed a registration statement on July 7 seeking registration of \$3,000,000 of pre-organization subscriptions in limited partnerships, to be offered for public sale in minimum amounts of \$5,000. The Partnerships will be formed to engage in the registered hereford business as well as the commercial breeding and feeding business. The offering is to be made through selected NASD members. (File 2-44972)

FASTRACK INTERNATIONAL, INC., 3931 Birch St., Newport Beach, Calif. 92660, filed a registration statement on July 7 seeking registration of 310,000 shares of common stock, to be offered for public sale at \$10 per share by Smith, Jackson & Co., Inc., 17 Battery Place North, New York 10004. The company intends to operate up to ten complexes consisting of a leisure time vehicle dealership for sale and service of leisure time vehicles and a driving course for specialized cars. In addition, the company plans to develop 350 acres of real property into a self-contained leisure community. Of the net proceeds of its stock sale, \$750,000 will be used for the acquisition of property and the balance for working capital and other corporate purposes. (File 2-44974)

FIRST REALTY INVESTMENT CORPORATION, 801 Forty-First St., Miami Beach, Fla. 33140, filed a registration statement on July 7 seeking registration of 196,812 outstanding shares of common stock which may be offered for sale from time to time by the holders thereof at prices current at the time of sale (*\$10 per share maximum). The company is engaged through subsidiaries and joint ventures with others in building, development and land sales and the performance of various real estate and financial services. (File 2-44975)

CABLE FUNDING CORP., 375 Park Ave., New York 10022, filed a registration statement on July 7 seeking registration of 1,000,000 shares of common stock, to be offered for public sale at \$15 per share through underwriters headed by White, Weld & Co., Inc., 20 Broad St., New York 10005. The company intends to engage in making loans to cable television companies to finance construction and start-up of new cable television systems and additions to existing systems. Net proceeds will be used for working capital and general corporate purposes. (File 2-44976)

CONTINUED

COLLINS FOODS INTERNATIONAL, INC., 12731 W. Jefferson Blvd., Los Angeles, Calif. 90066, filed a registration statement on July 10 seeking registration of 520,000 shares of common stock, of which 168,000 are to be offered for public sale by the company and 352,000 (265,750 outstanding shares and 86,250 issuable upon conversion of convertible notes) by the holders or recipients thereof. The offering is to be made (*at \$22.25 per share maximum) through underwriters headed by Goldman, Sachs & Co., 55 Broad St., New York, and Bateman Eichler, Hill Richards Inc., 460 S. Spring St., Los Angeles, Calif. 90013. The company owns and operates 156 franchised Kentucky Fried Chicken stores and 54 Sizzler Family Steak House restaurants. Net proceeds will be used to reduce the company's outstanding long-term and short-term debt, substantially all of which was incurred in acquiring sites and constructing and equipping stores and restaurants and the balance for working capital and other corporate purposes. (File 2-44979)

AMERICAN TELECOMMUNICATIONS CORPORATION, 4276 Baldwin Ave., El Monte, Calif. 91731, filed a registration statement on July 10 seeking registration of 325,000 shares of common stock, of which 225,000 are to be offered for public sale by the company and 100,000 (being outstanding shares) by the holders thereof. The offering is to be made (*at \$22 per share maximum) through underwriters headed by duPont Glorie Forgan Inc., 833 Wilshire Blvd., and Bateman Eichler, Hill Richards, Inc., 460 S. Spring St., both of Los Angeles. The company is engaged in the manufacture and distribution of decoratively styled telephones and other related products. Net proceeds will be used for working capital and other corporate purposes. (File 2-44981)

STOCK PLANS FILED. The following have filed Form S-8 registration statements with the SEC seeking registration of securities to be offered pursuant to employee stock and related plans:

AD Press, Ltd., New York, N. Y. (File 2-44855) - 100,000 shares
 Dayton-Hudson Corporation, Minneapolis, Minn. (File 2-44953) - \$10,000,000 interests in common stock
 United Data Centers, Inc., New York, N. Y. (File 2-44962) - 120,000 shares
 Carroon & Black Corporation, New York, N. Y. (File 2-44965) - 175,000 shares
 Cubic Corporation, San Diego, Calif. (File 2-44973) - 75,000 shares
 United National Corporation, New York, N. Y. (File 2-44977) - 50,000 shares
 Ormet Corporation, Stamford, Conn. (File 2-44978) - 65,000 shares
 Parker Drilling Company, Tulsa, Okla. (File 2-44980) - 150,000 shares

MISCELLANEOUS

RECENT FORM 8-K FILINGS. The companies listed below have filed Form 8-K reports for the month indicated and responding to the item of the Form specified in parentheses. Photocopies thereof may be purchased from the Commission's Public Reference Section (in ordering, please give month and year of report). Invoice will be included with the requested material when mailed. An index of the captions of the several items of the form was included in the July 6 News Digest.

8K Reports for Mar 72

Granning & Treece Financial Corp (7,9,10,11,14)	2-34778-2	Applied Synthetics Corp Mar '72 (3,4,14)	1-5678-2
Great Western Assurance Co for Dec '71 (2,7)	2-27250-2	Apr '72 (3,14)	1-5678-2
Hazeltine Corp (13)	1-230-2	General American Transportation Corp(2,14)	1-2328-2
Illinois Bell Telephone Co (11)	1-2222-2	Guardsmark, Inc (12,13)	0-5875-2
Leasepac Corp(7,8,13,14)	0-4081-2	Hamilton Watch Co(3,4,7,8,10,14)	1-181-2
Longchamps Inc (7,8,9)	0-3320-2	Jet Avion Corp (7)	0-2386-2
Magma Energy, Inc (12,13)	0-3606-2	Massachusetts Gen'l Life Insur Company Jan '72 (7,11,13)	2-20854-2
Magma Power Co (12,13)	0-926-2	Modern Merchandising Inc (2,14)	2-41802-2
Manchester Financial Corp (11,14)	0-4525-2	NHA, Inc (2,3,7,14)	0-4572-2
Patrick Oil & Gas Corp (7,14)	2-29650-2	Polychrome Corp (7,13)	1-4736-2
Pizza Hut, Inc (7,8,13)	0-3918-2	Cleveland Elec Illuminating Co (3)	1-2323-2
Plantation Pipe Line Co (11,13)	1-3585-2	Automation Industries, Inc May '72 (3)	1-5655-2
Sensormatic Electronics Corp (3)	0-3953-2	Inland Systems, Inc Dec '71 (2,14)	0-5683-2
Jaeger Machine Co (13,14)	1-597-2	P & A Industries Inc (13)	1-4475-2
Kaiser Industries Corp (3)	1-3340-2	Preferred Risk Life Insur Co (11,12,13)	2-22520-2
Kaiser Steel Corp (3)	0-433-2	First Realty Investment Corp (7,13)	0-4159-2
Kampgrounds of America, Inc (7)	0-4675-2	Long Island Lighting Co (13)	1-3571-2
Pharmacare, Inc(2,7,9,13,14)	1-6423-2	Magic Marker Corp (13)	1-4428-2
B. F. Saul Real Estate Invst, Trust (13)	0-3356-2	Medusa Portland Cement Co (11,13)	1-1274-2
Scoa Industries Inc (7,8,13)	1-6005-2	Midland Enterprises Inc (7,8,13)	2-39895-2
Shattuck Denn Mining Corp (3)	1-948-2	National Western Life Insur Co (10)	2-17039-2
Catalina Savings & Loan Assn (7,10,11)	0-5710-2	Old Town Corp (3,13)	1-3601-2
S.S. Kresge Co (13,14)	1-327-2	Reliance Industries, Inc (3,13)	0-2775-2
Lawter Chemicals, Inc (7,10)	0-2539-2	Texaco Canada Ltd (11)	2-7347-2
Louisville & Nashville RR Co (11,14)	1-1116-2		
Lufkin Industries Inc(4,7,11,13)	0-2612-2		
Puerto Rico Internat'l Airlines Inc Feb '72 (12,13)	2-41929-2		
R.E.D.M. Corp (3)	1-4749-2		

8K Reports for March 1972

E.S.B. Inc (13)	1-5427-2	Burlingame Western (2,14)	0-4890-2
Gifford-Hill & Co Inc (3,7,10,14)	1-6648-2	Great Southwest Corp (3,4,6,7,12,13)	0-100-2
Internat'l Utilities Corp (7)	1-116-2	Independent Life & Accident Insur Co(11)	2-24048-2
Lincoln National Co (12)	0-5512-2	Iowa Southern Utilities Co (7,14)	0-849-2
Nutrition World, Inc (2,4,7,8,11,13)	2-35353-2	Reuter Inc (3,12,13)	0-1561-2
Rem Metals Corp (2,7,14)	0-3276-2	School for Computer Studies Inc	
Thiokol Chemical Corp (2,10,11)	1-3572-2	(1,7,12,14)	2-31036-2
Unipak, Inc(1,2,9,10,11,12,13)	0-4684-2	Simon & Schuster Inc (12,13)	0-389-2
A O Industries, Inc (2,10,13)	1-3991-2	Government Employees Financial Corp (11)	0-412-2
Archie Enterprises, Inc(9,13,14)	2-40269-2	Kratos (3)	0-3864-2
L. S. Ayres & Co	0-1316-2	Lumidor Industries Inc	
Gamble Skogo Inc (8)	1-3478-2	Jan '72 (3,13)	0-4131-2
Jantzen, Inc (13)	1-6218-2	Osrow Products Co., Inc (3,9,13)	0-5367-2
Keymaster Corp Mar '71 (2,11)	0-1539-2	Charles Pindyck, Inc (2,3,13,14)	0-2870-2
Lawry's Foods Inc (7)	0-2461-2		
PSP Inc (14)	1-6287-2	Ace Industries Inc (6,13)	0-4145-2
Rembrandt Enterprises, Inc(No Items)	0-4199-2	CFC Financial Corp (1,3,11)	2-28846-2
The Seaboard Corp	0-3637-2	Columbia Life Insur Co of FL	
Dec '71 (13,14)	0-3637-2	Dec '71 (7)	2-35669-2
Mar '72 (3)	0-3637-2	Jan '72 (7)	2-35669-2
Starr Broadcasting Group Inc (2,13)	1-6377-2	Consol Equities & Management Inc	
Artko Corp (6,8,9)	0-4415-2	Apr '72 (12)	0-6005-2
Colonial Commercial Corp (7)	1-6663-2	ITI Corp	
Graham Stuart Corp (2,13)	0-4222-2	Feb '72 (8,12,13)	1-3819-2
Haven Industries Inc		Pro's Inc	
Jan '72 (2,8)	1-4647-2	Dec '71 (2,13)	2-3222-2
Hawaii Corp (2,4,7,11,13)	0-1582-2	Quasar Microsystems, Inc (12)	0-5484-2
Kane-Miller Corp (4,7,14)	1-5014-2	Reprographic Materials, Inc (7)	2-36442-2
LSB Industries, Inc	1-6137-2	Rosemount, Inc (11,13)	0-2388-2
Mille Lacs Industries, Inc		Alison Mortgage Invst, Trust (7,11,13)	1-6363-2
Feb '72(11)	0-5382-2	American Home Industries Corp (2,7,14)	0-5811-2
Sola Basic Industries Inc (14)	1-343-2	American Intl Group, Inc (3,11,14)	0-4652-2
		Eastern & Pacific Industries Corp(14)	1-5737-2
		Inter-Island Mortgage Corp (13)	0-5774-2
		Levingston Shipbuilding Co (7)	0-2891-2
		Air Products & Chemicals Inc (4,7,8,13)	1-4534-2
		First National Holding Corp	
		Jan '72 (7,13)	0-4724-2
		Georgia Power Co (3,11,14)	1-6468-2
		Hardwicke Companies Inc (11)	0-5288-2

TRADING SUSPENSION CONTINUED. The SEC has ordered the suspension of exchange and over-the-counter trading in the securities of Ecological Science Corporation for the further ten-day period July 12-21, inclusive.

SECURITIES ACT REGISTRATIONS. Effective July 11: The Anaconda Co., 2-44776; Beacon Photo Service, Inc., 2-44500 (Oct 9); Bank Building & Equipment Corp. of America, 2-44087; W. Bell & Co., Inc., 2-44371 (Oct 9); Central Maine Power Co., 2-44611; Commercial Credit Co., 2-44747; Continental Air Lines, Inc., 2-44660; Diebold, Inc., 2-44467; Ford Motor Co., 2-44676; Ford Motor Credit Co., 2-44675; Granning & Treece Financial Corp., 2-44157; Illinois Power Co., 2-44712; Nevada Power Co., 2-44513; Pennsylvania Power & Light Co., 2-44669; Petro-Lewis Funds, Inc., 2-43183; The Robino-Ladd Co., 2-44118; USLife Corp., 2-44481; The Williams Companies, 2-44502; Xomox Corp., 2-44589 (Oct 9).

NOTE TO DEALERS. The period of time dealers are required to use the prospectus in trading transactions is shown above in parentheses after the name of the issuer.

*As estimated for purposes of computing the registration fee.

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